

TrueCar, Inc.
Form 3/A
June 12, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Upfront II, L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O UPFRONT VENTURES, 2121 AVENUE OF THE STARS, SUITE 1630</p> <p>(Street)</p> <p>LOS ANGELES, CA 90067</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/15/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TrueCar, Inc. [TRUE]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>05/15/2014</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 5,138,807 | D | |
| Common Stock | 1,501,260 | I | By Upfront GP II, L.P. |
| Common Stock | 559,248 | I | By Upfront II Investors, L.P. |
| Common Stock | 139,397 | I | By Upfront II Partners, L.P. |
| Common Stock | 206,202 | I | By Upfront GP III, L.P. |
| Common Stock | 1,945,375 | I | By Upfront III, L.P. |
| Common Stock | 63,152 | I | By Upfront III Investors, L.P. |
| Common Stock | 31,891 | I | By Upfront III Partners, L.P. |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Upfront II, L.P. C/O UPFRONT VENTURES 2121 AVENUE OF THE STARS, SUITE 1630 LOS ANGELES, CA 90067 | ^ | ^ X | ^ | ^ |
| Upfront GP II, L.P. C/O UPFRONT VENTURES 2121 AVENUE OF THE STARS, SUITE 1630 LOS ANGELES, CA 90067 | ^ | ^ X | ^ | ^ |
| Upfront II Investors, L.P. C/O UPFRONT VENTURES 2121 AVENUE OF THE STARS, SUITE 1630 LOS ANGELES, CA 90067 | ^ | ^ X | ^ | ^ |
| Upfront II Partners, L.P. C/O UPFRONT VENTURES 2121 AVENUE OF THE STARS, SUITE 1630 LOS ANGELES, CA 90067 | ^ | ^ X | ^ | ^ |
| Upfront GP III, L.P. C/O UPFRONT VENTURES 2121 AVENUE OF THE STARS, SUITE 1630 LOS ANGELES, CA 90067 | ^ | ^ X | ^ | ^ |
| Upfront III, L.P. C/O UPFRONT VENTURES 2121 AVENUE OF THE STARS, SUITE 1630 LOS ANGELES, CA 90067 | ^ | ^ X | ^ | ^ |
| Upfront III Investors, L.P. C/O UPFRONT VENTURES 2121 AVENUE OF THE STARS, SUITE 1630 | ^ | ^ X | ^ | ^ |

LOS ANGELES, CA 90067

Upfront III Partners, L.P.

C/O UPFRONT VENTURES

2121 AVENUE OF THE STARS, SUITE 1630

LOS ANGELES, CA 90067

^ ^ X ^ ^

Signatures

| | |
|--|------------|
| /s/ Dana Kibler, for GRP Management Services Corp., the General Partner of Upfront II, L.P. | 06/12/2014 |
| __Signature of Reporting Person | Date |
| /s/ Dana Kibler, for GRP Management Services Corp., the General Partner of Upfront GP II, L.P. | 06/12/2014 |
| __Signature of Reporting Person | Date |
| /s/ Dana Kibler, for GRP Management Services Corp., the General Partner of Upfront II Investors, L.P. | 06/12/2014 |
| __Signature of Reporting Person | Date |
| /s/ Dana Kibler, for GRP Management Services Corp., the General Partner of Upfront II Partners, L.P. | 06/12/2014 |
| __Signature of Reporting Person | Date |
| /s/ Dana Kibler, for Upfront Ventures Management, Inc., the General Partner of Upfront GP III, L.P. | 06/12/2014 |
| __Signature of Reporting Person | Date |
| /s/ Dana Kibler, for Upfront Ventures Management, Inc., the General Partner of Upfront III, L.P. | 06/12/2014 |
| __Signature of Reporting Person | Date |
| /s/ Dana Kibler, for Upfront Ventures Management, Inc., the General Partner of Upfront III Investors, L.P. | 06/12/2014 |
| __Signature of Reporting Person | Date |
| /s/ Dana Kibler, for Upfront Ventures Management, Inc., the General Partner of Upfront III Partners, L.P. | 06/12/2014 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Remarks:

This amended and restated Form 3 is being filed to include Upfront II, L.P. as a reporting entity

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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